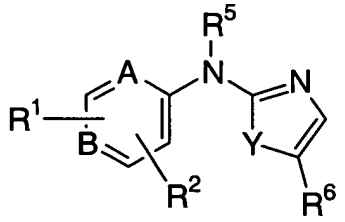
**Amendments to the Claims:**

This listing of claims will replace the current set of claims in the application:

**Listing of Claims:**

Claim 1 (currently amended): A compound of Formula I



I

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

A and B are independently N or $N^+—O^-$ ;

Y is O, S or N-$R^4$;

$R^1$ and $R^2$ are independently:

1) H,
2) $O_r(C_1\text{-}C_6)$perfluoroalkyl,
3) OH,
4) CN,
5) halogen,
6) $(C{=}O)_rO_s(C_1\text{-}C_{10})$alkyl,
7) $(C{=}O)_rO_s(C_2\text{-}C_{10})$alkenyl,
8) $(C{=}O)_rO_s(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s$aryl,
10) $(C{=}O)_rO_s$heterocyclyl,

11) $(C_0\text{-}C_6)$alkyl-$NR^aR^b$, or

12) $(C_1\text{-}C_6)$heterocyclyl,

wherein r and s are independently 0 or 1, and said alkyl, alkenyl, alkynyl, aryl, and heterocyclyl is optionally substituted with one or more substituents selected from $R^7$;

$R^4$ is H, aryl or $(C_1\text{-}C_6)$alkyl;

$R^5$ is:

1) H,

2) $SO_2R^c$,

3) $(C{=}O)_rR^c$, wherein r is 0 or 1, or

4) $CO_2R^c$;

$R^6$ is:

1) [aryl] <u>phenyl</u>,

2) CN,

3) halogen,

4) [$(C{=}O)NR^aR^b$,]

5) [$(C_1\text{-}C_{10})$alkyl,]

6) [$(C_2\text{-}C_8)$alkenyl,]

7) [$(C_2\text{-}C_8)$alkynyl,] or

8) heterocyclyl,

[wherein r and s are independently 0 or 1, and] said [aryl] <u>phenyl</u>[, alkyl, alkenyl, alkynyl] and heterocyclyl optionally substituted with one or more substituents selected from $R^7$;

$R^7$ is:

1) $O_r(C{=}O)_sNR^aR^b$,

2) $(C{=}O)_rO_s$aryl,

3) $(C=O)_rO_s$-heterocyclyl,

4) halogen,

5) OH,

6) oxo,

7) $O(C_1\text{-}C_3)$perfluoroalkyl,

8) $(C_1\text{-}C_3)$perfluoroalkyl,

9) $(C=O)_rO_s(C_1\text{-}C_6)$alkyl,

10) CHO,

11) $CO_2H$,

12) CN,

13) $(C_1\text{-}C_6)$alkyl-$NR^aR^b$, or

14) $(C_1\text{-}C_6)$alkyl-heterocyclyl,

wherein r and s are independently 0 or 1, and said aryl, heterocyclyl and alkyl are optionally substituted with one to three substituents selected from $R^d$;

~~$R^a$ and $R^b$ are independently~~

~~1) H,~~

~~2) $(C=O)_r(C_1\text{-}C_{10})$alkyl,~~

~~3) $S(O)_2R^e$,~~

~~4) $(C=O)_r$heterocyclyl,~~

~~5) $(C=O)_r$aryl, or~~

~~6) $CO_2R^e$,~~

~~wherein r is 0 or 1 and said alkyl, heterocyclyl, and aryl optionally substituted with one or more substituents selected from $R^d$, or~~

$R^a$ and $R^b$ are taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to

the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from $R^d$;

$R^c$ is $(C_1\text{-}C_6)$alkyl, aryl, or heterocyclyl; and

$R^d$ is:

1) $(C{=}O)_rO_s(C_1\text{-}C_{10})$alkyl, wherein r and s are independently 0 or 1, optionally substituted with up to three substituents selected from OH, $(C_1\text{-}C_6)$alkoxy, halogen, heterocyclyl, CN, oxo, $N(R^e)_2$ and $S(O)_2R^c$,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) $(C_0\text{-}C_6)$alkylene-$S(O)_mR^c$, wherein m is 0, 1, or 2,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C_0\text{-}C_6)$alkylene-aryl, optionally substituted with up to three substituents selected from $R^e$,
9) $(C_0\text{-}C_6)$alkylene-heterocyclyl, optionally substituted with up to three substituents selected from $R^e$,
10) $C(O)R^c$,
11) $CO_2R^c$,
12) C(O)H,
13) $N(R^e)_2$, or
14) $CO_2H$;

$R^e$ is:

1) H,

2) $(C_1\text{-}C_6)$alkyl, optionally substituted with one or more substituents selected from OH, heterocyclyl, $(C_1\text{-}C_6)$alkoxy, halogen, CN, oxo, $N(R^f)_2$ and $S(O)_2R^c$,

3) aryl, optionally substituted with one or more substituents selected from OH, heterocyclyl, $(C_1\text{-}C_6)$alkoxy, halogen, CN, $N(R^f)_2$ and $S(O)_2R^c$,

4) heterocyclyl, optionally substituted with one or more substituents selected from OH, heterocyclyl, $(C_1\text{-}C_6)$alkoxy, halogen, CN, oxo, $N(R^f)_2$ and $S(O)_2R^c$, or

6) $S(O)_2R^c$, or

if two $R^e$'s are on a nitrogen atom, they can be taken together with the nitrogen to form a heterocycle with 5-7 atoms, optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said heterocycle optionally substituted with one or more substituents selected from OH, $(C_1\text{-}C_6)$alkoxy, halogen, CN, oxo, $N(R^f)_2$ and $S(O)_2R^c$; and

$R^f$ is H, aryl or $(C_1\text{-}C_6)$alkyl.

Claim 2 (currently amended): The compound of Claim 1, wherein

Y is S;

$R^1$ is H, $(C_1\text{-}C_6)$alkyl, or $O(C_1\text{-}C_6)$alkyl;

$R^2$ is:

1) H, provided that both $R^1$ and $R^2$ are not H at the same time,

2) $O_r(C_1\text{-}C_6)$perfluoroalkyl,

3) OH,

4) CN,

5) halogen,

6) $(C=O)_rO_s(C_1\text{-}C_{10})$alkyl,

7) $(C=O)_rO_s(C_2\text{-}C_{10})$alkenyl,

8) $(C=O)_rO_s(C_2\text{-}C_{10})$alkynyl,

9) $(C=O)_rO_s$aryl,

10) $(C=O)_rO_s$heterocyclyl,

11) $(C_0\text{-}C_6)$alkyl-$NR^aR^b$, or

12) $(C_1\text{-}C_6)$heterocyclyl,

wherein r and s are independently 0 or 1, and said alkyl, alkenyl, alkynyl, aryl, and heterocyclyl is optionally substituted with one or more substituents selected from $R^7$;

$R^6$ is:

1) [aryl] <u>phenyl</u>,

2) CN,

3) halogen,

4) $[(C=O)NR^aR^b,]$

5) $[(C_1\text{-}C_6)$alkyl,]

6) $[(C_2\text{-}C_6)$alkenyl,]

7) $[(C_2\text{-}C_6)$alkynyl,] or

8) heterocyclyl,

[wherein r and s are independently 0 or 1, and] said [aryl] <u>phenyl</u>[, alkyl, alkenyl, alkynyl] and heterocyclyl optionally substituted with one to three substituents selected from $R^7$;

$R^7$ is:

1) $O_r(C=O)_sNR^aR^b$,

2) $(C=O)_rO_s$aryl,

3) $(C=O)_rO_s$-heterocyclyl,

4) halogen,

5) OH,

6) oxo,

7) $O(C_1\text{-}C_3)$perfluoroalkyl,

8) $(C_1\text{-}C_3)$perfluoroalkyl,

9) $(C{=}O)_rO_s(C_1\text{-}C_6)$alkyl,

10) CHO,

11) $CO_2H$,

12) CN,

13) $(C_1\text{-}C_6)$alkyl-$NR^aR^b$, or

14) $(C_1\text{-}C_6)$alkyl-heterocyclyl,

wherein r and s are independently 0 or 1, and said aryl, heterocyclyl and alkyl are optionally substituted with one to three substituents selected from $R^d$;

~~$R^a$ and $R^b$ are independently:~~

~~1) H,~~

~~2) $(C{=}O)_r(C_1\text{-}C_{10})$alkyl,~~

~~3) $S(O)_2R^e$,~~

~~4) $(C{=}O)_r$heterocyclyl,~~

~~5) $(C{=}O)_r$aryl, or~~

~~6) $CO_2R^e$,~~

~~wherein r is 0 or 1 and said alkyl, heterocyclyl, and aryl optionally substituted with one or more substituents selected from $R^d$, or~~

$R^a$ and $R^b$ are taken together with the nitrogen to which they are attached to form a monocyclic 5-7 membered heterocycle optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said heterocycle optionally substituted with one to three substituents selected from $R^d$; and

$R^d$ is:

1) $(C=O)_rO_s(C_1\text{-}C_6)$alkyl, wherein r and s are independently 0 or 1, optionally substituted with up to three substituents selected from OH, $(C_1\text{-}C_6)$alkoxy, halogen, CN, oxo, $N(R^e)_2$ and $S(O)_2R^c$,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) $(C_0\text{-}C_6)$alkylene-$S(O)_mR^c$, wherein m is 0, 1, or 2,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C_0\text{-}C_6)$alkylene-aryl, optionally substituted with up to three substituents selected from $R^e$,
9) $(C_0\text{-}C_6)$alkylene-heterocyclyl, optionally substituted with up to three substituents selected from $R^e$,
10) $(C_0\text{-}C_6)$alkylene-$N(R^e)_2$,
11) $C(O)R^c$,
12) $CO_2R^c$,
13) C(O)H, or
14) $CO_2H$.

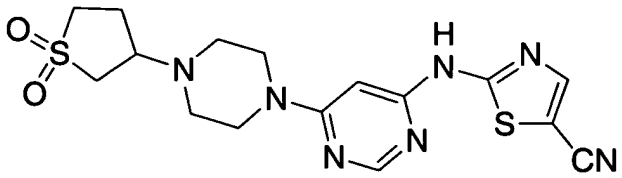
Claim 3 (original): The compound of Claim 2, wherein A and B are N; and $R^6$ is phenyl, halogen, CN, or pyridyl said phenyl and pyridyl optionally substituted with one to three substituents selcted from $R^7$.

Claim 4 (original): The compound of Claim 3 wherein $R^1$ is H and $R^2$ is $O_r(C_1\text{-}C_6)$alkyl, wherein r is 0 or 1, optionally substituted with one to three substituents selected from $R^7$, or $(C_0\text{-}C_6)$alkyl-$NR^aR^b$.

Claim 5 (original): A compound selected from:
2-({6-[4-(2-morpholin-4-ylethyl)piperazin-1-yl]pyrimidin-4-yl}amino)-1,3-thiazole-5-carbonitrile;

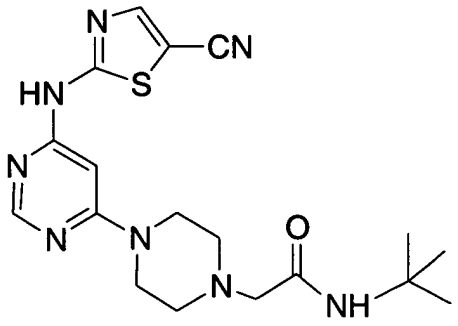
2-({6-[4-(2-morpholin-4-yl-2-oxoethyl)piperazin-1-yl]pyrimidin-4-yl}amino)-1,3-thiazole-5-carbonitrile;
*N*-(*tert*-butyl)-2-(4-{6-[(5-cyano-1,3-thiazol-2-yl)amino]pyrimidin-4-yl}piperazin-1-yl)acetamide;
2-({6-[4-(1,1-dioxidotetrahydrothien-3-yl)piperazin-1-yl]pyrimidin-4-yl}amino)-1,3-thiazole-5-carbonitrile;
2-(4-{6-[(5-cyano-1,3-thiazol-2-yl)amino]pyrimidin-4-yl}piperazin-1-yl)-N-isopropylacetamide;
2-(1-{6-[(5-cyano-1,3-thiazol-2-yl)amino]pyrimidin-4-yl}piperidin-4-yl)-*N*-isopropylacetamide; and
2-({6-[4-(2-oxopiperidin-3-yl)piperazin-1-yl]pyrimidin-4-yl}amino)-1,3-thiazole-5-carbonitrile; or a pharmaceutically acceptable salt or stereoisomer thereof.

Claim 6 (original): A compound which is 2-({6-[4-(1,1-dioxidotetrahydrothien-3-yl)piperazin-1-yl]pyrimidin-4-yl}amino)-1,3-thiazole-5-carbonitrile



or a pharmaceutically acceptable salt or stereoisomer thereof.

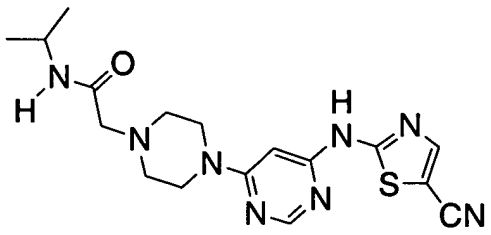
Claim 7 (original): A compound which is *N*-(*tert*-butyl)-2-(4-{6-[(5-cyano-1,3-thiazol-2-yl)amino]pyrimidin-4-yl}piperazin-1-yl)acetamide



or a pharmaceutically acceptable salt thereof.

Claim 8 (original): A compound which is the (R) or (S) enantiomer of 2-({6-[4-(1,1-dioxidotetrahydrothien-3-yl)piperazin-1-yl]pyrimidin-4-yl}amino)-1,3-thiazole-5-carbonitrile in enantiomerically pure form as characterized by an enatiomeric excess of at least 98%, or a pharmaceutically acceptable salt thereof.

Claim 9 (original): A compound which is 2-(4-{6-[(5-cyano-1,3-thiazol-2-yl)amino]pyrimidin-4-yl}piperazin-1-yl)-N-isopropylacetamide



or a pharmaceutically acceptable salt thereof.

Claim 10 (original): A pharmaceutical composition which is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

Claim 11 (canceled)

Claim 12 (currently amended): A method of treating cancer ~~or preventing cancer in accordance with Claim 11~~ in a mammal in need of such treatment which is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1, wherein ~~the~~ said cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

Claim 13 (currently amended): A method of treating cancer ~~or preventing cancer in accordance with Claim 11~~ in a mammal in need of such treatment which is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1, wherein ~~the~~ said

cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

Claim 14 (currently amended): A method of treating cancer ~~or preventing cancer in accordance with Claim 11~~ in a mammal in need of such treatment which is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1, wherein ~~the~~ said cancer is selected from colorectal cancer, prostate cancer, breast cancer, and lung cancer.

Claim 15 (currently amended): A method of treating ~~or preventing~~ a disease in which angiogenesis is implicated, said disease is an ocular disease, which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

Claim 16 (canceled)

Claim 17 (currently amended): A method of treating ~~or preventing~~ retinal vascularization which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

Claim 18 (currently amended): A method of treating ~~or preventing~~ diabetic retinopathy which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

Claim 19 (currently amended): A method of treating ~~or preventing~~ age-related macular degeneration which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

Claim 20 (original): The method of Claim 15 further comprising the use of photodynamic therapy with a photosensitive drug.

Claim 21 (original): The method of Claim 20 wherein the photosensitive drug is verteoporfin.

Claim 22 (original): The method of Claim 20 wherein the disease is age-related macular degeneration.

Claim 23 (currently amended): A method of treating ~~or preventing~~ inflammatory diseases said diseases selected from rheumatoid arthritis, psoriasis, contact dermatitis and delayed hypersensitivity reactions, which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

Claims 24-25 (canceled)

Claim 26 (original): A pharmaceutical composition made by combining the compound of Claim 1 and a pharmaceutically acceptable carrier.

Claim 27 (original): A process for making a pharmaceutical composition which comprises combining a compound of Claim 1 with a pharmaceutically acceptable carrier.

Claim 28 (currently amended): A method of treating ~~or preventing~~ bone associated pathologies selected from osteosarcoma, osteoarthritis, and rickets which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

Claim 29 (original): The composition of Claim 10 further comprising a second compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,

9) a reverse transcriptase inhibitor,
10) another angiogenesis inhibitor, and
11) a PPAR-γ agonist.

Claim 30 (original): The composition of Claim 29, wherein the second compound is another angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP inhibitor, an integrin blocker, interferon-α, interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-(chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin, troponin-1, and an antibody to VEGF.

Claim 31 (original): The composition of Claim 29, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

Claim 32 (original): The composition of Claim 10 further comprising a steroidal anti-inflammatory compound.

Claim 33 (original): The composition of Claim 10 further comprising an anti-hypertensive compound.

Claims 34-39 (canceled)

Claim 40 (currently amended): A method of reducing ~~or preventing~~ tissue damage following a cerebral ischemic event which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

Claims 41-42 (canceled)

Claim 43 (currently amended): A method of treating ~~or preventing~~ tissue damage due to bacterial meningitis which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

Claim 44 (currently amended): A method to treat ~~or prevent~~ endometrioses which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

Claim 45 (currently amended): A method of treating ~~or preventing~~ diabetic retinopathy which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1 in combination with a PPAR-γ agonist.

Claim 46 (currently amended): A method of treating acute myeloid leukemia which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

Claim 47 (currently amended): A method of treating cancer which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1 in combination with gene therapy.